

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2019
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i. CIN: L85110KA1993PLC015091
- ii. Registration Date: 31st December, 1993
- iii. Name of the Company: Cerebra Integrated Technologies Limited
- iv. Category/Sub-Category of the Company: Company Limited by shares and Indian Non Government Company
- v. Address of the Registered Office and contact details:

Registered Office Address: S5, Off 3rd Cross, Peenya Industrial Area
 Peenya I Stage, Bangalore-560 058

Tel.: 080-22046969

Fax.: 080-22046980

Email: investors@cerebracomputers.com

Website: www.cerebracomputers.com

- vi. Whether Listed Company: Yes
- vii. Name, Address and Contact details of Registrar and Share Transfer Agent:

Registrars: Karvy Fintech Private Limited
 Karvy Selenium Tower B, Plot number 31 & 32
 Financial District, Nanakramguda, Serilingampally Mandal
 Hyderabad-500 032, India
Tel.: 91 40-67161564
Fax.: 91 40-23420814
Email: laxmi.rajyam@karvy.com
Website: www.karvycomputershare.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:

| Sl. No. | Name and Description of main products / services | NIC Code of the Product / service | % to total turnover of the Company |
|---------|--|-----------------------------------|------------------------------------|
| 1 | Hardware including trading of Refurbished computer accessories | 46511/12 | 70 |
| 2 | E Waste Recycling | 38300 | 19 |
| 3 | Electronics Manufacturing Services, PCB assembly | 26104 | 5 |
| 4 | Computer consultancy and computer facilities management activities | 62020 | 5 |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

| Sl. No. | Name and Address of the Company | CIN/GLN | Holding/ Subsidiary/ Associate | % of shares held | Applicable Section |
|---------|--------------------------------------|-----------------------|--------------------------------|------------------|--------------------|
| 1 | Cerebra LPO India Limited | U72200KA2008PLC047597 | Subsidiary Company | 70 | 2(87)(ii) |
| 2 | Cerebra Middle East FZCO, Dubai, UAE | Foreign Company | Subsidiary Company | 86.5 | 2(87)(ii) |

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IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the financial year | | | | % Change During the financial year |
|--|---|----------------|------------------|-------------------|---|----------------|------------------|-------------------|------------------------------------|
| | Demat | Physical | Total | % of Total shares | Demat | Physical | Total | % of Total shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual / HUF | 7318291 | 0 | 7318291 | 6.08 | 6792805 | 800000 | 7592805 | 6.27 | 0.19 |
| b) Central Govt/State Govt (s) | - | - | - | - | - | - | - | - | - |
| c) Banks / FI | - | - | - | - | - | - | - | - | - |
| d) Bodies Corp. | - | - | - | - | - | - | - | - | - |
| e) Any Other | - | - | - | - | - | - | - | - | - |
| Sub-total (A) (1) | 7318291 | 0 | 7318291 | 6.08 | 6792805 | 800000 | 7592805 | 6.27 | 0.19 |
| (2) Foreign | | | | | | | | | |
| a) NRIs Individuals | - | - | - | - | - | - | - | - | - |
| b) Other Individuals | - | - | - | - | - | - | - | - | - |
| c) Bodies Corp. | - | - | - | - | - | - | - | - | - |
| d) Banks / FI | - | - | - | - | - | - | - | - | - |
| e) Any Other | - | - | - | - | - | - | - | - | - |
| Sub-total (A) (2) | - | - | - | - | - | - | - | - | - |
| Total shareholding of Promoter (A) = (A)(1)+(A)(2) | 7318291 | 0 | 7318291 | 6.08 | 6792805 | 800000 | 7592805 | 6.27 | 0.19 |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds | - | - | - | - | - | - | - | - | - |
| b) Banks / FI | 1135656 | 0 | 1135656 | 0.94 | 1800715 | 0 | 1800715 | 1.49 | 0.54 |
| c) Central Govt | - | - | - | - | - | - | - | - | - |
| d) State Govt(s) | - | - | - | - | - | - | - | - | - |
| e) Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| f) Insurance Companies | - | - | - | - | - | - | - | - | - |
| g) FLLs/FPI | 4700000 | 0 | 4700000 | 3.90 | 4699000 | 0 | 4699000 | 3.88 | -0.03 |
| h) Foreign Venture Capital Funds | - | - | - | - | - | - | - | - | 0 |
| i) Others (specify) | - | - | - | - | - | - | - | - | 0 |
| Sub-total (B)(1) | 5835656 | 0 | 5835656 | 4.85 | 6499715 | 0 | 6499715 | 5.36 | 0.52 |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |
| i) Indian | 3498702 | 0 | 3498702 | 29.06 | 34743802 | 0 | 34743802 | 28.67 | -0.39 |
| ii) Overseas | 22170571 | 6900000 | 29070571 | 24.15 | 14200000 | 6900000 | 21100000 | 17.41 | -6.74 |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs. 2 lakh | 9921446 | 284424 | 10205870 | 8.48 | 11179739 | 270024 | 11449763 | 9.45 | 0.97 |
| ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh | 31223496 | 36200 | 31259696 | 25.97 | 38457262 | | 38457262 | 31.73 | 5.77 |
| c) Others (specify) NRI | 431398 | 0 | 431398 | 0.36 | 1041658 | 0 | 1041658 | 0.86 | 0.50 |
| Clearing Members NBFC Registered with RBI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.03 | 0.03 |
| Sub-total (B)(2) | 100011911 | 7220624 | 107232535 | 89.07 | 99923938 | 7170024 | 107093962 | 88.37 | -0.70 |
| Total Public Shareholding (B)=(B)(1)+(B)(2) | 105847567 | 7220624 | 113068191 | 93.92 | 106423653 | 7170024 | 113593677 | 93.73 | -0.19 |
| C. Shares held by Custodian for GDRs & ADRs | | | | | | | | | |
| Grand Total (A+B+C) | 113165858 | 7220624 | 120386482 | 100.00 | 113216458 | 7970024 | 121186482 | 100.00 | |

(ii) Shareholding of Promoters

| Sl. No. | Shareholder's Name | Shareholding at the beginning of the year | | | Share holding at the end of the year | | | % change in share holding during the year |
|---------|-----------------------|---|----------------------------------|--|--------------------------------------|----------------------------------|--|---|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | |
| 1. | Mr. V Ranganathan | 2711152 | 2.25 | 0 | 2185666 | 2.25 | 0 | 0.13 |
| 2 | Mr. P Vishwamurthy | 998130 | 0.83 | 0 | 991830 | 0.83 | 0 | 0.01 |
| 3 | Mr. Shridhar S Hegde | 2588307 | 2.15 | 0 | 2688307 | 2.22 | 0 | 0.07 |
| 4. | Mr. Phalantra Bharath | 1010702 | 0.84 | 0 | 1010702 | 0.84 | 0 | 0.01 |
| 5. | Ms. Preethi Bharath | 10000 | 0.01 | 0 | 10000 | 0.01 | 0 | 0.01 |
| | Total | 7318291 | 6.08 | 0 | 7318291 | 6.08 | 0 | 0.19 |

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

| Sl. No. | | Shareholding at the beginning of the financial year | | Cumulative Shareholding during the financial year | |
|---------|--|---|----------------------------------|---|----------------------------------|
| | | No. of Shares | % of total Shares of the Company | No. of Shares | % of total Shares of the Company |
| | Messers | | | | |
| | At the beginning of the year | 7308291 | 6.07 | 7592805 | 6.27 |
| | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus /sweat equity etc.) Allotment on conversion of warrants | | | 283884 | |
| | At the end of the year | 7308291 | 6.07 | 7592805 | 6.27 |

| Sl. No. | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|--|---|----------------------------------|---|----------------------------------|
| | | No. of Shares | % of total Shares of the Company | No. of Shares | % of total Shares of the Company |
| | Mr. Shridhar S Hegde | | | | |
| | At the beginning of the year | 2588307 | 2.15 | 2688307 | 2.22 |
| | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus /sweat equity etc.) | | | Allotment upon conversion of Warrants | |
| | At the end of the year | 2588307 | 2.15 | 2688307 | 2.22 |

| Sl. No. | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|--|---|----------------------------------|---|----------------------------------|
| | | No. of Shares | % of total Shares of the Company | No. of Shares | % of total Shares of the Company |
| | Mr. V Ranganathan | | | | |
| | At the beginning of the year | 2711152 | 2.25 | 2885666 | 2.38 |
| | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus /sweat equity etc.) | | | Allotment upon conversion of Warrants | |
| | At the end of the year | 2711152 | 2.25 | 2885666 | 2.38 |

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(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

| Sl. No. | Top 10 Shareholders (*) (Messrs) | Shareholding at the beginning of the year i.e. 1 st April, 2018 | Cumulative Shareholding at the end of the year i.e. 31 st March, 2019 | | |
|---------|---------------------------------------|---|---|---------------|----------------------------------|
| | | No. of Shares | % of total Shares of the Company | No. of Shares | % of total Shares of the Company |
| 1 | Kuber Global Fund | 11900000 | 9.88% | 11900000 | 9.82% |
| 2 | Manish Lakhi | 1923720 | 1.60% | 9423720 | 7.78% |
| 3 | SSJ Finance & Securities Pvt. Ltd | 5198627 | 4.32% | 4453565 | 3.67% |
| 4 | Scenic Overseas(S) Pte Ltd. Singapore | 3600000 | 2.99% | 3600000 | 2.97% |
| 5 | Silver Stallion Limited | 4700000 | 3.90% | 3355000 | 2.77% |
| 6 | Leytron Technology Pte.Ltd. Singapore | 3300000 | 2.74% | 3300000 | 2.72% |
| 7 | LPP Developers Private Limited | 2700000 | 2.24% | 2700000 | 2.23% |
| 8 | Niraj Rajnikant Shah | 1995114 | 1.66% | 2556818 | 2.11% |
| 9 | Cimelia Resource Recovery Pte Ltd | 2300000 | 1.91% | 2300000 | 1.90% |
| 10 | Pushkar Banijya Limited | 2239006 | 1.86% | 2239006 | 1.85% |
| 11 | DhanlaxmiJaswantrai Mehta | 200000 | 0.17% | 1599348 | 1.32% |

(v) Shareholding of Directors and Key Managerial Personnel:

| Sl. No. | | Shareholding at the beginning of the financial year | Cumulative Shareholding during the financial year | | |
|---------|---|---|---|---------------|----------------------------------|
| | For each of the Directors and KMP | No. of Shares | % of total Shares of the Company | No. of Shares | % of total Shares of the Company |
| | At the beginning of the year | 6272517 | 5.78 | 6307589 | 5.24 |
| | Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc) | Purchase from the open market | | | |
| | At the end of the year | 6272517 | 5.78 | 6307589 | 5.24 |

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 636542 | 4800000 | 0 | 5436542 |
| ii) Interest due but not paid | 0 | 22133 | 0 | 22133 |
| iii) Interest accrued but not due | 0 | 0 | 0 | 0 |
| Total (i+ii+iii) | 636542 | 4822133 | 0 | 5458675 |
| Change in Indebtedness during the financial year | | | | |
| Addition | 648488 | 0 | 0 | 648488 |
| Reduction | 0 | 4800000 | 0 | 4800000 |
| Net Change | 648488 | -4800000 | 0 | 4151512 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 1285030 | 0 | 0 | 1285030 |
| ii) Interest due but not paid | 0 | 0 | 0 | 0 |
| iii) Interest accrued but not due | 0 | 0 | 0 | 0 |
| Total (i+ii+iii) | 1285030 | 0 | 0 | 1285030 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

In Rs.

| Sl. No. | Particulars of Remuneration | Name of MD/WTD/Manager | | | Total Amount |
|----------------|--|-------------------------------|-----------------------------|----------------------------|----------------------------|
| | | Mr. V Ranganathan | Mr. Shridhar S Hegde | Mr. P Vishwamurthy | |
| 1 | 1. Gross salary a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 b) Value of perquisites u/s 17(2) Income Tax Act, 1961 c) Profits in lieu of salary u/s 17(3) Income Tax Act, 1961 | 24,00,000 1,15,200 0 | 24,00,000 1,15,200 0 | 24,00,000 1,15,200 0 | 72,00,000 3,45,600 0 |
| 2 | Stock Option | 0 | 0 | 0 | 0 |
| 3 | Sweat Equity | 0 | 0 | 0 | 0 |
| 4 | Commission as % of profit - others, specify... | 0 0 | 0 0 | 0 0 | 0 0 |
| 5 | Others, please specify | 0 | 0 | 0 | 0 |
| | Total (A) | 25,15,200 | 25,15,200 | 25,15,200 | 75,45,600 |
| | Ceiling as per the Act | - | - | - | - |

B. Remuneration to other Directors:

Not Applicable

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

In Rs.

| Sl. No. | Particulars of Remuneration | Key Managerial Personnel | Total Amount |
|----------------|--|---|---------------------------|
| | | Company Secretary | |
| 1 | 1. Gross Salary a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 b) Value of perquisites u/s 17(2) Income Tax Act, 1961 c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | Mrs. Nutan Spidagar 380664 18264 0 | 380664 18264 0 0 |
| 2 | Stock Option | 0 | 0 |
| 3 | Sweat Equity | 0 | 0 |
| 4 | Commission - as % of profit - others, specify | 0 0 0 | 0 0 0 |
| 5 | Others, please specify | 0 | 0 |
| | Total | 398928 | 398928 |

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VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

| Type | Section of the Companies Act | Brief Description | Details of Penalty / Punishment/ Compounding fees imposed | Authority [RD / NCLT/ COURT] | Appeal made if any (give Details) |
|-------------------------------------|--------------------------------------|-------------------|---|------------------------------|-----------------------------------|
| A. COMPANY | | | | | |
| | Penalty Punishment Compounding | | None | | |
| B. DIRECTORS | | | | | |
| | Penalty Punishment Compounding | | None | | |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| | Penalty Punishment Compounding | | None | | |

For and on behalf of Cerebra Integrated Technologies Limited

Place : Bangalore
Date : 30th May, 2019

V Ranganathan
Managing Director
DIN: 01247305
Address:Brindavan 90,
3rd Cross, Sri Venkateshwara Krupa
Layout West of Chord Road,
Bangalore-560 079

Shridhar S Hegde
Whole Time Director
DIN: 01247342
Address:156-A, 36th Cross
2nd Block, Rajajinagar
Bangalore-560 010